

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York, 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
:
:
In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- x

JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBERS 11026 AND 11027
(RECTICEL INTERIORS NORTH AMERICA, LLC AND AMROC INVESTMENTS, LLC)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Recticel Interiors North America, LLC f/k/a Recticel North America, Inc. ("Recticel"), and Amroc Investments, LLC ("Amroc") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Numbers 11026 And 11027 (Recticel Interiors North America, LLC And Amroc Investments, LLC) (this "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 26, 2006, Recticel filed proof of claim number 11026 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$1,605,444.08 plus unliquidated amounts ("Claim 11026") arising from the delivery of goods prior to the Petition Date.

WHEREAS, on July 26, 2006, Recticel filed proof of claim number 11027 against DAS LLC, asserting a secured claim, an unsecured priority claim, and/or an unsecured non-priority claim in the total amount of \$744,823.79 plus unliquidated amounts (collectively, "Claim 11027," and together with Claim 11026, the "Claims") arising from the delivery of goods prior to the Petition Date.

WHEREAS, on August 3, 2006, Recticel assigned a portion of its interest in Claim 11026 to Amroc pursuant to a Notice of Transfer (Docket No. 4882).

WHEREAS, on October 31, 2006, the Debtors objected to the Claims pursuant to

the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection").

WHEREAS, on November 21, 2006, Recticel filed its Response Of Recticel Interiors North America, LLC f/k/a Recticel North America, Inc. To The Debtors' Third Omnibus Objection To Claims (Docket No. 5647) (the "Response").

WHEREAS, on September 28, 2007, this Court entered the Order Pursuant To 11 U.S.C. §§ 105(a) And 502(c) (a) Estimating And Setting Maximum Cap On Certain Contingent Or Unliquidated Claims And (b) Approving Expedited Claims Estimation Procedures (Docket No. 9685), pursuant to which, among other things, Claim 11026 was estimated and set at a maximum cap amount of \$1,605,444.08 and Claim 11027 was estimated and set at a maximum cap amount of \$61,330.16, both solely for the purposes of tabulating votes on and setting appropriate reserves under any plan of reorganization of the Debtors.

WHEREAS, on November 19, 2007, to resolve the Third Omnibus Claims Objection with respect to the Claims, DAS LLC, Recticel, and Amroc entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, among other things, DAS LLC acknowledges and agrees that (i) Claim 11026 shall be allowed against DAS LLC in the amount of \$1,034,454.35 and (ii) Claim 11027 shall be allowed against DAS LLC in the amount of \$61,330.16.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement

either because the Claims involve ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors, Recticel, and Amroc stipulate and agree as follows:

1. As expressly set forth in the Settlement Agreement, Claim 11026 shall be allowed in the amount of \$1,034,454.35 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

2. As expressly set forth in the Settlement Agreement, Claim 11027 shall be allowed in the amount of \$61,330.16 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

3. Recticel shall withdraw its Response to the Third Omnibus Claims Objection with prejudice.

4. This Joint Stipulation does not impact, alter or affect any other proofs of claim or reclamation demands that Amroc may file or otherwise assert against the Debtors, and it pertains solely to the Claims.

5. With respect to any conflict between this Joint Stipulation and the Settlement Agreement, the terms of the Settlement Agreement shall apply.

So Ordered in New York, New York, this 12th day of December, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

- and -

Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

/s/ Nava Hazan

Nava Hazan
Abigail M. Beal
McDERMOTT WILL & EMERY LLP
340 Madison Avenue
New York, New York 10017-4613
(212) 547-5400

-and-

Peter A. Clark
Jason J. DeJonker
227 West Monroe Street
Chicago, Illinois 60606
(312) 372-2000

Attorneys for Recticel Interiors North America,
LLC f/k/a Recticel North America, Inc.